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Attorney



Grand Trunk Western Railroad Co.

Law Department

1333 Brewery Park Blvd.  
Detroit, MI 48207-2699

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(313) 237- 4357

RECORDATION NO. 15267-B

JUL 1 1988 10 50 AM

INTERSTATE COMMERCE COMMISSION

June 28, 1988

Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

No. 8-183A010  
JUL 1 1988  
Date .....  
Fee \$ 13.00  
ICC Washington, D. C.

Dear Secretary:

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC Sec. 11303 are counterparts of an agreement granting security in certain locomotives, dated as of June 1, 1988, between Helm Locomotive Leasing and National Bank of Detroit. The Security Agreement from which these locomotives are being released is a Security Agreement dated as of July 14, 1987, given by Helm Locomotive Leasing in favor of NBD. That document was filed with the Commission on July 20, 1987 and assigned recordation number 15267. The latest filing in this series was made June 24, 1988, and assigned No. 15267-A.

The parties to this present agreement granting security in certain locomotives are

Secured Party: National Bank of Detroit  
611 Woodward Avenue  
Detroit, MI 48226

Debtor: Helm Locomotive Leasing  
1333 Brewery Park Blvd.  
Detroit, MI 48207-2699  
a Joint Venture of  
Helm Equipment Leasing Corp.  
One Embarcadero Center  
San Francisco, CA 94111 and

Domestic Three Leasing Corp.  
1333 Brewery Park Blvd.  
Detroit, MI 48207-2699

NOTION-RECORDATION

JUL 10 2 34 PM '88

100 OFFICE

Interstate Commerce Commission  
June 28, 1988  
Page 2

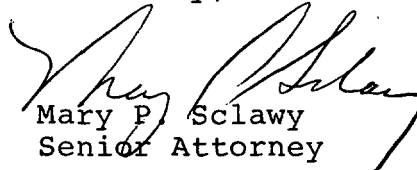
The locomotives in which security is being granted are GP 38-2 locomotives bearing the following reporting marks:

MP2055	MP2385	MP2064	MP2070
2057	2061	2065	2071
2384	2062	2066	2072
	2063	2069	2073

Enclosed is our check No. 1159 in the amount of \$13.00.

Please accept one counterpart of the document for filing, stamp the remaining with your recordation number and return them and your fee receipt to the undersigned.

Sincerely,

  
Mary P. Sclawy  
Senior Attorney

MPS/lmd-Misc

Enclosure

# Interstate Commerce Commission

Washington, D.C. 20423

7/]/88

OFFICE OF THE SECRETARY

Mary P. Sclawy  
Grand Trunk Western Railroad Co.  
]333 Brewery Park Blvd.  
Detroit, MI 48207

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/88 at ]0:30AM, and assigned recordation number(s). ]5267-B

Sincerely yours,

*Narita L. McGee*  
Secretary

Enclosure(s)

RECORDATION NO. 15267-B

JUL 1 1988 10 12 AM

AGREEMENT GRANTING SECURITY  
IN CERTAIN LOCOMOTIVES

INTERSTATE COMMERCE COMMISSION

This agreement granting security (Agreement), dated as of June 1, 1988, between HELM LOCOMOTIVE LEASING, a joint venture (the Company) of Helm Equipment Leasing, Corporation and Domestic Three Leasing Corp., and NATIONAL BANK OF DETROIT (the Bank).

The Company and the Bank wish to add certain locomotive units as Collateral to a security agreement (Security Agreement), dated as of July 14, 1987, given by the Company in favor of the Bank.

Now therefore, pursuant to the terms of the Security Agreement and the Credit Agreement (as defined in the Security Agreement) and for good and valuable consideration granted by each party to the other, the parties agree as follows:

Insert as additional Collateral fifteen (15) GP 38-2 locomotives bearing the following reporting marks:

MP2055	MP2385	MP2064	MP2070
2057	2061	2065	2071
2384	2062	2066	2072
	2063	2069	2073

Executed on June 22, 1988.

For HELM LOCOMOTIVE LEASING

NATIONAL BANK OF DETROIT

DOMESTIC THREE LEASING CORP.,  
One of its joint venturers

By P. E. Antw  
Its PRESIDENT

By Susan S. Moody  
Its Vice President

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF WAYNE )

On this 21st day of June, 1988, before me personally appeared P. E. Tatro, to me personally known, who being by me duly sworn, says that (s)he is the President of Domestic Three Leasing Corporation, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

J. A. Brewer  
Notary Public  
Wayne County, Michigan  
My commission expires: \_\_\_\_\_

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF WAYNE )

J. A. BREWER  
Notary Public, Wayne County, Mich.  
My Commission Expires Oct. 15, 1989

On this 22 day of June, 1988, before me personally appeared SUSAN S. MOODY, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of National Bank of Detroit, a national banking association, that said instrument was signed on behalf of said association with all due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

(NOTARIAL SEAL)

Wendy L. Bought  
Notary Public  
Wayne County, Michigan  
My commission expires: 7-22-1990

WENDY L. ROUGHT  
Notary Public, Wayne County, MI  
My Commission Expires July 22, 1990